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OF COUNSEL
URBAN A. LESTER

14346-3C TMS

June 19, 1996

JUN 19 1996 - 1 45 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of Notice of Partial Termination, dated June 17, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Master Leasing Agreement which was previously filed with the Board under Recordation Number 14346.

The name and address of the party to the enclosed document are:

Lessee: Southern Pacific Lines
1860 Lincoln Street, 4th Floor
Denver, Colorado 80295

A description of the railroad equipment covered by the enclosed document is:

three hundred and eighty (380) boxcars SP 226000 through SP 226399, inclusive.

Mr. Vernon A. Williams
June 19, 1996
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

June 19, 1996

Robert W. Alvord
Alvord & Alvord
918 16th St NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/19/96 at 1:45 PM , and assigned recordation number(s). 14346-C, 18509-H, 20144 .

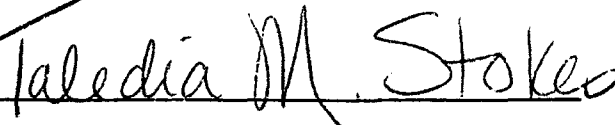
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature


Taledia M. Stokes



Southern Pacific Lines

1860 Lincoln Street, 4th Floor
Denver, Co 80295

Jeffrey J. Smith, Director
Supply Management
(303) 812-4962
(303) 812-4998

14346
JUN 19 1996 - 1 45 PM

June 17, 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
12th & Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Master Lease Agreement dated February 15, 1984 filed under Recordation No. 14346

Dear Mr. Williams:

This is to confirm that the subject Master Lease Agreement has been terminated with respect to the 380 hi cube boxcars marked and numbered SP 226000 through SP 226379, inclusive.

Sincerely,

J. J. Smith

STATE OF Colorado

County of Denver

On this 17th day of JUNE, 1996, before me, personally appeared Jeffrey J. Smith, personally known to me to be the person who executed the within instrument as Dir. Supply Management on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public

My commission expires My Commission Expires Feb. 22, 1999

